FORM D

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

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OMB APPROVAL 3235-0076 OMB Number:

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Serial

| 1// 18// (18// 19// 19// 18// 19// 19// 19// 19// | | SEC | USE ONLY |
|---|---|--------|----------|
| | NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR | Prefix | |
| 07077498 | UNIFORM LIMITED OFFERING EXEMPTION | DATE | RECEIVED |
| | | | |

| Name or Offering (check if this is an amendment and name has changed, and indicate | |
|--|---|
| Trego Land & Exploration, LLC. Kansas Oil and Gas Prospect and Lease Acquisiti | |
| Filing Under (Check box(es) that apply): Rule 504 Rule 505 | Rule 506 ☐ Section 4(6):D ☐ ULOE |
| Type of Filing: | |
| A. BASIC IDENTIFICATION | N DATA < SEP 2 7 2007 >> |
| Enter the information requested about the issuer: | 1 |
| Name of Issuer: (check if this is an amendment and name has changed, and indicat | e change.) |
| Trego Land & Exploration, LLC. | 200 |
| Address of Executive Offices (Number and Street, City, State | z, Zip Code) Telephone Number (Including Area Code) |
| 211 Schoolhouse Road Norfolk, Connecticut 06058 | 860-542-1122 |
| Address of Principal Business Operations (Number and Street, City, State | , Zip Code) Telephone Number (Including Area Code) |
| (if different from Executive Offices) | |
| Brief Description of Business: Acquiring oil and gas leases. | |
| | |
| Type of Business Organization | |
| ☐ corporation ☐ limited partnership, already formed | □ other (please specify): Limited Liability Company |
| ☐ business trust ☐ limited partnership, to be formed | |
| Month Year | |
| Actual or Estimated Date of Incorporation or Organization: 0 4 0 7 | □ Actual □ Estimated PROCESSED |
| Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abb | total Communication |
| CN for Canada: FN for other foreign juri | isdiction) N V OCT 0 2 2007 |
| | THOMSON |
| GENERAL INSTRUCTIONS | FINANCIAL |
| | , / Lilongan |

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et. seq. or 15 U.S.C. 77d(6). When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by the United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington D.C. 20549.

Copies Required: Five (5) Copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

> Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 - · Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
 - · Each general and managing partner of partnership issuers.

| | | - | | <u> </u> | | | | | | |
|---|------------------|---------------------------------------|---------------------|------------|-----------------------------------|--|--|--|--|--|
| Check Box(es) that Apply | ☑ Promoter | ■ Beneficial Owner | ☐ Executive Officer | ☐ Director | ☑ General and/or Managing Partner | | | | | |
| Full Name (Last name first | , if individual) | | • | - | | | | | | |
| Pensley Joel | · | | | | | | | | | |
| Business or Residence Add | - | mber and Street, City, Sta | - · · · - | | | | | | | |
| 211 Schoolhouse Road Norfolk, Connecticut 06058 | | | | | | | | | | |
| Check Box(es) that Apply | ☑ Promoter | Beneficial Owner ■ | Executive Officer | ☐ Director | ☑ General and/or Managing Partner | | | | | |
| Full Name (Last name first | , if individual) | | | | | | | | | |
| Ackerman James | | | | | | | | | | |
| Business or Residence Address (Number and Street, City, State, Zip Code) Two Executive Drive Fifth Floor Fort Lee, New Jersey 07024 | | | | | | | | | | |
| Check Box(es) that Apply | ☐ Promoter | ☐ Beneficial Owner | ☐ Executive Officer | ☐ Director | ☐ General and/or Managing Partner | | | | | |
| Full Name (Last name first | , if individual) | · · · · · · · · · · · · · · · · · · · | | | | | | | | |
| Business or Residence Add | ress (Nu | mber and Street, City, Sta | ate, Zip Code) | | | | | | | |
| Check Box(es) that Apply | ☐ Promoter | ☐ Beneficial Owner | ☐ Executive Officer | ☐ Director | ☐ General and/or Managing Partner | | | | | |
| Full Name (Last name first | , if individual) | | | | | | | | | |
| Business or Residence Add | ress (Nu | mber and Street, City, Sta | ate, Zip Code) | | | | | | | |
| Check Box(es) that Apply | ☐ Promoter | ☐ Beneficial Owner | ☐ Executive Officer | ☐ Director | ☐ General and/or Managing Partner | | | | | |
| Full Name (Last name first | , if individual) | | - I | | | | | | | |
| Business or Residence Add | ress (Nur | nber and Street, City, Sta | ate, Zip Code) | | | | | | | |
| Check Box(es) that Apply | ☐ Promoter | ☐ Beneficial Owner | ☐ Executive Officer | ☐ Director | ☐ General and/or Managing Partner | | | | | |
| Full Name (Last name first, | if individual) | | | | | | | | | |
| Business or Residence Add | ress (Nur | mber and Street, City, Sta | ate, Zip Code) | | | | | | | |
| Check Box(es) that Apply | ☐ Promoter | ☐ Beneficial Owner | ☐ Executive Officer | ☐ Director | ☐ General and/or Managing Partner | | | | | |
| Full Name (Last name first, | if individual) | | | | | | | | | |
| Business or Residence Add | ress (Nur | mber and Street, City, Sta | ate, Zip Code) | | | | | | | |
| | | | | | | | | | | |

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| | | | | В. | INFORMA | TION AB | OUT OFFE | RING | | | | |
|----------------|--|--|--|---|-------------------------------|---------------------------|------------------------------|---|--------------------------------|---|-------------------|---------------|
| 1. | Has the issuer s | sold, or does | s the issuer in | itend to sell, | to non-accre | dited inves | tors in this o | ffering? | | | Yes □ | No ⊠ |
| | | | | Answer al | so in Appen | dix, Colum | n 2, if filing | under ULO | E. | | | |
| 2. | What is the mir | nimum inve | stment that w | | | | _ | | | *************************************** | \$ <u>50,</u> | 000* |
| 3. | Does the offering permit joint ownership of a single unit? | | | | | | | | Yes | No | | |
| | Enter the inform | | | | | | | | | | | _ |
| | or similar remulisted is an asso of the broker or forth the inform | ineration for ociated personal dealer. If it | r solicitation on or agent o more than fiv | of purchase of a broker ove (5) person | rs in connec r dealer regi | tion with satered with | ales of secur the SEC and | rities in the Dor with a | offering. If state or state | a person to be s, list the name | ; ; | |
| | Name (Last na erman James | me first, if i | ndividual) | | | | | | | | | |
| Busi | ness or Residen | | | | | | | | | _ | | |
| | Two Executive | e Drive | Fifth Floor | For | t Lee, New J | ersey 0702 | 4 | | | | | |
| Nam | e of Associated Sloan Securiti | | Dealer | | | | | | | | | |
| State | s in Which Pers | son Listed H | las Solicited | or Intends to | Solicit Purc | hasers | | | | | | <u> </u> |
| | | .ll States" or | r check indiv | idual States) | | | | | | | ΠA | ll States |
| [AL | | [AZ] | [AR] | [GA] | [CO] | [CT] | [DE] | [DC] | [FL] | | [HI] | [ID] |
| [IL [MT | | [IA] [NV] | [KS] [NH] | [KY] [NJ] | [LA] [NM] | [ME] [NY] | [MD] [NC] | [MA] [ND] | [MI] [OH] | | [MS] [OR] | [MO] [PA] |
| [RI | | [SD] | [TN]_ | [TX] | [UT] | [VT] | [VA] | [WA] | [WV]_ | [WI] | [WY] | [PR] |
| Full | Name (Last nar | me first, if i | ndividual) | | | | | | | | | |
| Busi | ness or Residen | ce Address | (Number and | d Street, City | , State, Zip | Code) | 4,, | | | | | |
| Nam | e of Associated | Broker or I | Dealer | | | | | | | | | |
| State | s in Which Pers | on Listed H | las Solicited | or Intends to | Solicit Purc | hasers | | | | | | |
| | (Check "A | Il States" or | r check indiv | idual States). | | | | *************************************** | | ····· | □ A | ll States |
| [AL |] [AK] | [AZ] | [AR] | [CA] | [CO] | [CT] | [DE] | [DC] | [FL] | [GA] | [HI] | [ID] |
| [IL] [MT | | [IA] [NV] | [KS] [NH] | [KY] [NJ] | [LA] [NM] | [ME] [NY] | [MD] [NC] | [MA] [ND] | [MI] [OH] | | [MS] [OR] | [MO] [PA] |
| (RI | | [SD] | [TN] | [TX] | [UT] | [VT] | [VA] | [WA] | [WV] | | [WY] | [PR] |
| Full | Name (Last nar | ne first, if it | ndividual) | | <u> </u> | | | | · | · <u>.</u> | _ | |
| Busi | ness or Residence | ce Address | (Number and | l Street, City | , State, Zip | Code) | | | | | | |
| Nam | e of Associated | Broker or F | Dealer | | | | | | | | | |
| 4111 | 0 01 7133001atQI | DIONEI UI L | MICI | | | | | | | | | |
| State | s in Which Pers | on Listed H | las Solicited | or Intends to | Solicit Purc | hasers | | | | | | |
| | | | check indivi | | | ····· <u>-</u> | | ····· | | | | II States |
| [AL | | [AZ] | [AR] | [CA] | [CO] | [CT] | [DE] | [DC] | [FL] | | [HI] | [ID] |
| [IL] [MT] | | [IA] [NV] | [KS] [NH] | [KY] [NJ] | [LA] [NM] | [ME] [NY] | [MD] [NC] | [MA] [ND] | [MI] [OH] | | [MS] [OR] | [MO] [PA] |
| [DI | | IGDI | ואדו | (TV) | וידיון | [1/77 | [] | [11/4] | [011] | [UVI] | rwy) | (DD) |

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^{*}Lesser investments may be allowed in the Managing Member's sole discretion.

| | C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PRO | CEEDS | |
|-----|--|-----------------------------|-------------------------------------|
| 1. | Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero". If the transaction is an exchange offering, check this box \(\sigma\) and indicate in the columns below the amounts of the securities offered for exchange and already exchanged. | | |
| | Type of Security | Aggregate Offering Price | Amount Already Sold |
| | Debt | \$ | \$ |
| | Equity | \$ | \$ |
| | ☐ Common ☐ Preferred | | |
| | Convertible Securities (including warrants) | \$ | \$ |
| | Partnership Interests | \$ | \$ <u>0</u> |
| | Other (SpecifyLimited Liability Company Interests) | \$ <u>6,000,000</u> | \$ <u>540,000</u> |
| | Total | \$ <u>6,000,000</u> | \$ <u>540,000</u> |
| | Answer also in Appendix, Column 3, if filing under ULOE. | | |
| 2. | Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero". | | |
| | Accredited Investors | Number Investors | Aggregate Dollar Amoun of Purchases |
| | | 9 | \$ <u>540,000</u> |
| | | | \$ <u>0</u> |
| | Total (for filings under Rule 504 only) | None | \$None |
| 3. | Answer also in Appendix, Column 4, if filing under ULOE. | | |
| э. | If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1. | | |
| | Type of Offering | Type of | Dollar Amoun |
| | D 1 605 | Security | Sold |
| | Rule 505 | | \$ |
| | Regulation A | _ | \$ |
| | Rule 504 | | \$ |
| 4a. | Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate | | s |
| | and check the box to the left of the estimate. | | |
| | Transfer Agent's Fees | | \$ |
| | Printing and Engraving Costs | | \$ 10,000 |
| | Legal Fees | | \$ 10,000 |
| | Accounting Fees | | \$ 10,000 |
| | Engineering Fees | | \$ 11,000 |
| | Sales commissions (specify finders' fees separately) | | \$ 600,000 |
| | Other Expenses. | | \$ |

Total

\$ <u>641,000</u>

| | C. OFFERING PRIC | E, NUMBER OF INVESTORS, EXPENSES AN | D USE OF PRO | DCEEDS | |
|-------|---|--|---|--|--|
| b. | Enter the difference between the aggregate of expenses furnished in response to Part C - C the issuer." | offering price given in response to Part C - Question Question 4.a. This difference is the "adjusted gross | on 1 and total is proceeds to | | \$ <u>5,359,000</u> |
| 5. | the purposes shown. If the amount for any | oss proceeds to the issuer used or proposed to be us purpose is not known, furnish an estimate and che ments listed must equal the adjusted gross proceeds above. | ck the box to | | |
| | | | | Payments to Officers, Directors, & Affiliates | Payments To Others |
| | | | | | \$ |
| | | | _ | | \$ |
| | - | hinery and equipment | | | \$ |
| | - · | lities | | \$ | \$ |
| | | of securities involved in this offering that may be user pursuant to a merger) | | s | \$ |
| | _ | | | \$ | \$ |
| • | | | | \$ | \$ |
| | • . | es | | | \$5,359,000 |
| | | | _ | | |
| | | | | \$ | \$ |
| Colı | nmn Totals | | 🛮 | | \$5,359,000 |
| | Total Payments Listed (column totals ac | lded) | *************************************** | | ■ \$ <u>5,359,000</u> |
| | | | | | |
| | | D. FEDERAL SIGNATURES | | | |
| signa | ature constitutes an undertaking by the issue | ned by the undersigned duly authorized person. I er to furnish to the U.S. Securities and Exchange credited investor pursuant to paragraph (b)(2) of Rul | Commission, up | iled under Rule 5 on written reque | 05, the following st of its staff, the |
| Issu | er (Print or Type) go Land & Exploration, LLC. | Signature C | Date September 18 | , 2007 | |
| | | 1 11 - 1 1 | | | |

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

| | See Appendi | k, Column 5, for | state response. | • | |
|----|---|------------------|-------------------------|--|------------|
| 2. | The undersigned issuer hereby undertakes to CFR 239.500) at such times as required by s | | state administrator of | f any state in which this notice is filed, a notice on For | m D (17 |
| 3. | The undersigned issuer hereby undertakes offerees. | to furnish to th | e state administrators, | , upon written request, information furnished by the i | issuer to |
| 4. | | which this notic | ce is filed and underst | s that must be satisfied to be entitled to the Uniform tands that the issuer claiming the availability of this ex | |
| | issuer has read this notification and knows theorized person. | e contents to be | true and has duly cau | used this notice to be signed on its behalf by the unders | igned duly |
| | er (Print or Type) go Land & Exploration, LLC. | Signature (| | Date September 18, 2007 | |

E. STATE SIGNATURE

Is any party described in 17 CFR 230.252(c), (d), (e) or (f) presently subject to any of the disqualification provisions of such

Title (Print or Type)

Managing Member

Instruction:

Name (Print or Type)

Joel Pensley

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Yes

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| | | | | APPE | 5 | | | | |
|-------|------------------|--------------------------------|--|--------------------------------------|---|--|--------|----------|----|
| 1 | Intend non-ac | to sell to credited s in State | Type of security and aggregate offering price offered in State | | 4 Type of Investor and amount purchased in State | | | | |
| State | Yes | No | | Number of Accredited Investors | Amount | Number of Non- Accredited Investors | Amount | Yes | No |
| AL | | | | | , . | | | | |
| AK | | | | | | | | | |
| AZ | | | | | · | | | | |
| AR | | | _ | · | | | | <u> </u> | |
| CA | | | | | | | | | |
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| NM | | | | | | | | | |

| | | | | APPE | NDIX | | , , | | |
|----------|------------------|------------|--|-------------------------|------------------------|---------------------------------|-------------|-----------------|----|
| 1 | Intend non-ac | to sell to | Type of security and aggregate offering price offered in State | | 4 Type of Investor and | | | | |
| <u> </u> | investor | s in State | offered in State | Number of | amount purc | hased in State Number of | | waiver granted) | |
| State | Yes | No | | Accredited Investors | Amount | Non- Accredited Investors | Amount | Yes | No |
| NY | | | | | | | | | |
| NC | | | | | | | | | |
| ND | | | | | | , | | | |
| ОН | | | | | | | | | |
| ОК | | | | | | | | | |
| OR | | | | | | | | | |
| PA | | | | | | | | | |
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END